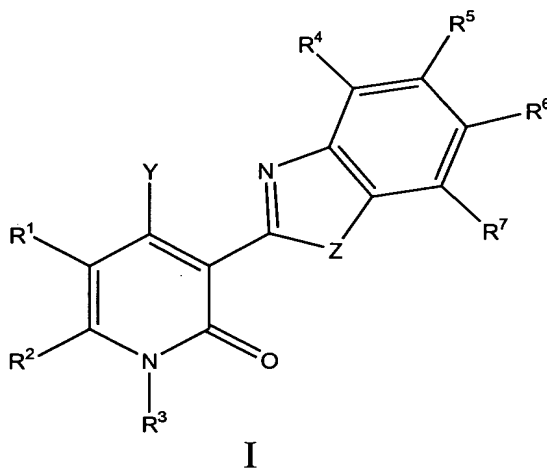


**Please amend claims 1-8 and add new claims 22-29 as follows:**

1. (Once Amended) A compound having the structure I, a tautomer of the compound, a pharmaceutically acceptable salt of the compound, or a pharmaceutically acceptable salt of the tautomer



wherein,

Y is an  $-NR^{10}R^{11}$  group;

Z is an  $NR^{13}$  group;

$R^1$  and  $R^2$  join to form a 6 membered substituted or unsubstituted ring comprising at least one O, N, or S atom;

$R^3$  and  $R^{13}$  may be the same or different and are selected from the group consisting of H, -OH, substituted and unsubstituted alkoxy groups, substituted and unsubstituted aryloxy groups,  $-NH_2$ , substituted and unsubstituted alkylamino groups, substituted and unsubstituted arylamino groups, substituted and unsubstituted dialkylamino groups, substituted and unsubstituted diarylamino groups, substituted and unsubstituted (alkyl)(aryl)amino groups, substituted and unsubstituted heterocyclamino groups, substituted and unsubstituted diheterocyclamino groups, substituted and unsubstituted (alkyl)(heterocycl)amino groups, substituted and unsubstituted (aryl)(heterocycl)amino groups, substituted and unsubstituted

heterocycloxy groups, substituted and unsubstituted alkyl groups, substituted and unsubstituted aryl groups,  $-C(=O)H$ ,  $-C(=O)$ -alkyl groups, and  $-C(=O)$ -aryl groups;

*B<sup>1</sup>  
Contd*

$R^4$ ,  $R^5$ ,  $R^6$ , and  $R^7$  may be the same or different and are independently selected from the group consisting of H, Cl, Br, F, I,  $-NO_2$ ,  $-CN$ ,  $-OH$ ,  $-OR^{14}$  groups,  $-NR^{15}R^{16}$  groups,  $-C(=O)R^{17}$  groups,  $-SH$ ,  $-SR^{18}$  groups,  $-S(=O)R^{19}$  groups,  $S(=O)_2R^{20}$  groups, substituted and unsubstituted amidinyl groups, substituted and unsubstituted guanidinyl groups, substituted and unsubstituted primary, secondary, and tertiary alkyl groups, substituted and unsubstituted aryl groups, substituted and unsubstituted alkenyl groups, substituted and unsubstituted alkynyl groups, substituted and unsubstituted heterocyclyl groups, substituted and unsubstituted alkylaminoalkyl groups, substituted and unsubstituted dialkylaminoalkyl groups, substituted and unsubstituted arylaminoalkyl groups, substituted and unsubstituted diarylaminoalkyl groups, substituted and unsubstituted (alkyl)(aryl)aminoalkyl groups, substituted and unsubstituted heterocyclylalkyl groups, substituted and unsubstituted aminoalkyl groups, substituted and unsubstituted heterocyclylaminoalkyl groups, substituted and unsubstituted diheterocyclylaminoalkyl groups, substituted and unsubstituted (alkyl)(heterocyclyl)aminoalkyl groups, substituted and unsubstituted (aryl)(heterocyclyl)aminoalkyl groups, substituted and unsubstituted hydroxyalkyl groups, substituted and unsubstituted alkoxyalkyl groups, substituted and unsubstituted aryloxyalkyl groups, and substituted and unsubstituted heterocycloxyalkyl groups;

$R^{10}$  is selected from the group consisting of H, substituted and unsubstituted alkyl groups, substituted and unsubstituted aryl groups, and substituted and unsubstituted heterocyclyl groups;

$R^{11}$  is selected from the group consisting of H, substituted and unsubstituted alkyl groups, substituted and unsubstituted aryl groups,

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substituted and unsubstituted heterocyclyl groups, -OH, alkoxy groups, aryloxy groups, -NH<sub>2</sub>, substituted and unsubstituted heterocyclylalkyl groups, substituted and unsubstituted aminoalkyl groups, substituted and unsubstituted alkylaminoalkyl groups, substituted and unsubstituted dialkylaminoalkyl groups, substituted and unsubstituted arylaminoalkyl groups, substituted and unsubstituted diarylaminoalkyl groups, substituted and unsubstituted (alkyl)(aryl)aminoalkyl groups, substituted and unsubstituted alkylamino groups, substituted and unsubstituted arylamino groups, substituted and unsubstituted dialkylamino groups, substituted and unsubstituted diarylamino groups, substituted and unsubstituted (alkyl)(aryl)amino groups, -C(=O)H, -C(=O)-alkyl groups, -C(=O)-aryl groups, -C(=O)O-alkyl groups, -C(=O)O-aryl groups, -C(=O)NH<sub>2</sub>, -C(=O)NH(alkyl) groups, -C(=O)NH(aryl) groups, -C(=O)N(alkyl)<sub>2</sub> groups, -C(=O)N(aryl)<sub>2</sub> groups, -C(=O)N(alkyl)(aryl) groups, -C(=O)-heterocyclyl groups, -C(=O)-O-heterocyclyl groups, -C(=O)NH(heterocyclyl) groups, -C(=O)-N(heterocyclyl)<sub>2</sub> groups, -C(=O)-N(alkyl)(heterocyclyl) groups, -C(=O)-N(aryl)(heterocyclyl) groups, substituted and unsubstituted heterocyclylaminoalkyl groups, substituted and unsubstituted diheterocyclylaminoalkyl groups, substituted and unsubstituted (alkyl)(heterocyclyl)aminoalkyl groups, substituted and unsubstituted (aryl)(heterocyclyl)aminoalkyl groups, substituted and unsubstituted hydroxyalkyl groups, substituted and unsubstituted alkoxyalkyl groups, substituted and unsubstituted aryloxyalkyl groups, and substituted and unsubstituted heterocycloxyalkyl groups;

R<sup>14</sup> is selected from the group consisting of substituted and unsubstituted alkyl groups, substituted and unsubstituted aryl groups, substituted and unsubstituted heterocyclyl groups, substituted and unsubstituted heterocyclylalkyl groups, -C(=O)H, -C(=O)-alkyl groups, -C(=O)-aryl groups, -C(=O)-heterocyclyl groups, -C(=O)NH<sub>2</sub>, -C(=O)NH(alkyl) groups, -C(=O)NH(aryl) groups, -C(=O)N(alkyl)<sub>2</sub>

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groups,  $-C(=O)N(aryl)_2$  groups,  $-C(=O)N(alkyl)(aryl)$  groups,  $-C(=O)NH$ -heterocyclyl groups,  $-C(=O)N$ -(heterocyclyl) $_2$  groups,  $-C(=O)N(alkyl)(heterocyclyl)$  groups,  $-C(=O)N(aryl)(heterocyclyl)$  groups, substituted and unsubstituted aminoalkyl groups, substituted and unsubstituted alkylaminoalkyl groups, substituted and unsubstituted dialkylaminoalkyl groups, substituted and unsubstituted arylaminoalkyl groups, substituted and unsubstituted diarylaminoalkyl groups, substituted and unsubstituted (alkyl)(aryl)aminoalkyl groups, substituted and unsubstituted heterocyclylaminoalkyl groups, substituted and unsubstituted diheterocyclylaminoalkyl groups, substituted and unsubstituted (heterocyclyl)(alkyl)aminoalkyl groups, substituted and unsubstituted (heterocyclyl)(aryl)aminoalkyl groups, substituted and unsubstituted alkoxyalkyl groups, substituted and unsubstituted aryloxyalkyl groups, substituted and unsubstituted hydroxyalkyl groups, and substituted and unsubstituted heterocycloxyalkyl groups;

$R^{15}$  is selected from the group consisting of H, substituted and unsubstituted alkyl groups, substituted and unsubstituted aryl groups, and substituted and unsubstituted heterocyclyl groups;

$R^{16}$  is selected from the group consisting of H, substituted and unsubstituted alkyl groups, substituted and unsubstituted aryl groups, substituted and unsubstituted heterocyclyl groups,  $-C(=O)H$ ,  $-C(=O)$ -alkyl groups,  $-C(=O)$ -aryl groups,  $-C(=O)NH_2$ ,  $-C(=O)NH(alkyl)$  groups,  $-C(=O)NH(aryl)$  groups,  $-C(=O)N(alkyl)_2$  groups,  $-C(=O)N(aryl)_2$  groups,  $-C(=O)N(alkyl)(aryl)$  groups,  $-C(=O)O$ -alkyl groups,  $-C(=O)O$ -aryl groups, substituted and unsubstituted aminoalkyl groups, substituted and unsubstituted alkylaminoalkyl groups, substituted and unsubstituted dialkylaminoalkyl groups, substituted and unsubstituted arylaminoalkyl groups, substituted and unsubstituted diarylaminoalkyl groups, substituted and unsubstituted (alkyl)(aryl)aminoalkyl groups, substituted and

unsubstituted heterocyclalkyl groups, -C(=O)-heterocycl groups,  
 -C(=O)-O-heterocycl groups, -C(=O)NH(heterocycl) groups, -C(=O)-  
 N(heterocycl)<sub>2</sub> groups, -C(=O)-N(alkyl)(heterocycl) groups, -C(=O)-  
 N(aryl)(heterocycl) groups, substituted and unsubstituted  
 heterocyclaminoalkyl groups, substituted and unsubstituted  
 diheterocyclaminoalkyl groups, substituted and unsubstituted  
 (heterocycl)(alkyl)aminoalkyl groups, substituted and unsubstituted  
 (heterocycl)(aryl)aminoalkyl groups, substituted and unsubstituted  
 hydroxyalkyl groups, substituted and unsubstituted alkoxyalkyl groups,  
 substituted and unsubstituted aryloxyalkyl groups, and substituted and  
 unsubstituted heterocycloxyalkyl groups;

R<sup>17</sup>, R<sup>19</sup>, and R<sup>20</sup> may be the same or different and are  
 independently selected from the group consisting of H, -NH<sub>2</sub>, -NH(alkyl)  
 groups, -NH(aryl) groups, -N(alkyl)<sub>2</sub> groups, -N(aryl)<sub>2</sub> groups,  
 -N(alkyl)(aryl) groups, -NH(heterocycl) groups, -N(heterocycl)(alkyl)  
 groups, -N(heterocycl)(aryl) groups, -N(heterocycl)<sub>2</sub> groups, substituted  
 and unsubstituted alkyl groups, substituted and unsubstituted aryl groups,  
 -OH, substituted and unsubstituted alkoxy groups, substituted and  
 unsubstituted heterocycl groups, substituted and unsubstituted aryloxy  
 groups, heterocycloxy groups, -NHOH, -N(alkyl)OH groups, -N(aryl)OH  
 groups, -N(alkyl)O-alkyl groups, -N(aryl)O-alkyl groups, -N(alkyl)O-aryl  
 groups, and -N(aryl)O-aryl groups; and

R<sup>18</sup> is independently selected from the group consisting of  
 substituted and unsubstituted alkyl groups, and substituted and unsubstituted  
 aryl groups.

2. (Once Amended) The compound according to claim 1, wherein one of  
 R<sup>10</sup> or R<sup>11</sup> is H.

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3. (Once Amended) The compound according to claim 1, wherein  $R^{10}$  and  $R^{11}$  are both H.

4. (Once Amended) The compound according to claim 1, wherein  $R^3$  is H and  $R^{13}$  is H.

5. (Once Amended) The compound according to claim 4, wherein  $R^4$  and  $R^7$  are hydrogen.

6. (Once Amended) The compound according to claim 4, wherein  $R^5$  or  $R^6$  is an  $-OR^{14}$  group and  $R^{14}$  is an alkyl, aryl, heterocyclyl, or heterocyclylalkyl group.

7. (Once Amended) The compound according to claim 4, wherein  $R^5$  or  $R^6$  is a  $-OCH_2(CH_2)_q$ (heterocyclyl) group and q is 0, 1, 2, 3, or 4.

8. (Once Amended) The compound according to claim 4, wherein  $R^{17}$  is selected from the group consisting of substituted and unsubstituted alkyl groups, substituted and unsubstituted aryl groups,  $-NH_2$ ,  $-NH$ (alkyl) groups,  $-N$ (alkyl) $_2$  groups,  $-NH$ (aryl) groups,  $-N$ (aryl) $_2$  groups,  $-N$ (alkyl)(aryl) groups,  $-NH$ (heterocyclyl) groups,  $-N$ (heterocyclyl)(alkyl) groups,  $-N$ (heterocyclyl)(aryl) groups,  $-N$ (heterocyclyl) $_2$  groups, and N-containing heterocycles, wherein the N-containing heterocycles are bonded to the carbonyl carbon of the  $-C(=O)-R^{17}$  group through either a nitrogen atom or a carbon atom in the rings of the N-containing heterocycles.

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**Please add the following new claims 22-29:**

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22. (New) The compound according to claim 4, wherein one of  $R^{10}$  or  $R^{11}$  is H.

23. (New) The compound according to claim 4, wherein  $R^{10}$  and  $R^{11}$  are both H.

24. (New) The compound according to claim 4, wherein  $R^1$  and  $R^2$  join to form a substituted or unsubstituted 6 membered ring comprising at least one N atom.

25. (New) The compound according to claim 4, wherein R<sup>1</sup> and R<sup>2</sup> join to form a substituted or unsubstituted 6 membered ring comprising one N atom.

26. (New) The compound according to claim 4, wherein at least one of R<sup>5</sup> or R<sup>6</sup> is a substituted or unsubstituted heterocyclyl group.

 27. (New) The compound according to claim 4, wherein at least one of R<sup>5</sup> or R<sup>6</sup> is a substituted or unsubstituted heterocyclyl group comprising at least one O or N atom.

28. (New) The compound according to claim 4, wherein at least one of R<sup>5</sup> or R<sup>6</sup> is a substituted or unsubstituted heterocyclyl group selected from the group consisting of morpholine, piperazine, piperidine, 1,2,3-triazole, 1,2,4-triazole, tetrazole, pyrrolidine, pyrazole, pyrrole, thiomorpholine, homopiperazine, benzimidazole, oxazolidin-2-one, pyrrolidin-2-one, imidazole, isoxazole, oxazole, isothiazole, thiazole, thiophene, furan, pyran, tetrahydrothiophene, tetrahydrofuran, tetrahydropyran, and pyridine.

29. (New) The compound according to claim 4, wherein Y is selected from the group consisting of from -N(CH<sub>3</sub>)<sub>2</sub>, -NH(CH<sub>3</sub>), -NH(CH<sub>2</sub>CH<sub>3</sub>), -N(CH<sub>2</sub>CH<sub>3</sub>)<sub>2</sub>, -NH(aryl) groups, -N(aryl)<sub>2</sub> groups, -NHNH<sub>2</sub>, -NHN(CH<sub>3</sub>)<sub>2</sub>, -N(CH<sub>3</sub>)NH(CH<sub>3</sub>), -NH(CH<sub>2</sub>)<sub>m</sub>NH<sub>2</sub> groups, -NH(CH<sub>2</sub>)<sub>m</sub>NH(alkyl) groups, -NH(CH<sub>2</sub>)<sub>m</sub>N(alkyl)<sub>2</sub> groups, -N(alkyl)(CH<sub>2</sub>)<sub>m</sub>NH<sub>2</sub> groups, -N(alkyl)(CH<sub>2</sub>)<sub>m</sub>NH(alkyl) groups, -N(alkyl)(CH<sub>2</sub>)<sub>m</sub>N(alkyl)<sub>2</sub> groups, -NH(CH<sub>2</sub>)<sub>n</sub>(heterocyclyl) groups, -N(alkyl)[(CH<sub>2</sub>)<sub>n</sub>(heterocyclyl)] groups, -NH(CH<sub>2</sub>)<sub>m</sub>OH groups, -NH(CH<sub>2</sub>)<sub>m</sub>OCH<sub>3</sub> groups, -NHCH<sub>2</sub>CH(NH<sub>2</sub>)CH(CH<sub>3</sub>)<sub>2</sub>, -NH(2-aminocyclohexyl), -NH(cyclohexyl), -NHCH<sub>3</sub>, -NH(N-morpholinyl), and -NH(quinuclidyl), wherein m is 2, 3, or 4 and n is 0, 1, 2, or 3.

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## CONSIDERATION OF REFERENCES SUBMITTED WITH INFORMATION DISCLOSURE STATEMENTS

Applicants submitted a first Information Disclosure Statement on February 26, 2002. Applicants submitted a second Information Disclosure Statement on